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12 UNITED STATES BANKRUPTCY COURT  
13 NORTHERN DISTRICT OF CALIFORNIA  
14 SAN FRANCISCO DIVISION

15 IN RE:

16 PG&E Corporation

17 -and-

18 Pacific Gas and Electric Company,  
19 Debtors.

20 ☐ Affects PG&E Corporation

21 ☐ Affects Pacific Gas and Electric  
Company

22 ☒ Affects both Debtors

23 \*All papers shall be filed in the Lead Case,  
24 No. 19-30088

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Development, Inc., PSEG and PSEG Solar  
Source LLC*

Case No. 19-30088  
Chapter 11  
(Lead Case)  
(Jointly Administered)

**JOINDER OF SOUTHERN POWER  
COMPANY, PSEG, PSEG SOLAR  
SOURCE LLC AND CONSOLIDATED  
EDISON DEVELOPMENT, INC. TO  
LIMITED CURE OBJECTION OF  
CALPINE AND ITS SUBSIDIARIES TO  
THE DEBTORS' PROPOSED  
ASSUMPTION OF EXECUTORY  
CONTRACTS AND UNEXPIRED LEASES  
UNDER THE DEBTORS' AND  
SHAREHOLDERS' JOINT CHAPTER 11  
PLAN OF REORGANIZATION DATED  
MARCH 16, 2020**

Date: May 27, 2020  
Time: 10:00 a.m. (Pacific)  
Place: United States Bankruptcy Court  
Courtroom 17, 16<sup>th</sup> Floor  
San Francisco, CA 94102

[Ref. Docket Nos. 6032, 7037, & 7214]

Southern Power Company, on behalf of itself and certain of its affiliates<sup>1</sup> (collectively, "Southern"), PSEG and PSEG Solar Source LLC, on behalf of themselves and certain of their affiliates<sup>2</sup> (collectively, "PSEG"), and Consolidated Edison Development, Inc., on behalf of itself and certain of its affiliates<sup>3</sup> (collectively, "ConEd"; and, together with Southern and PSEG, the "Objectors"), by and through respective undersigned counsel, hereby file this *Joinder* (the "Joinder") to the *Limited Cure Objection of Calpine and Its Subsidiaries to the Debtors' Proposed Assumption of Executory Contracts and Unexpired Leases under the Debtors' and Shareholders' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020* [Dkt. No. 7214] (the "Calpine Objection")<sup>4</sup> and respectfully represent the following:

### **BACKGROUND**

1. The Objectors (separately) and the Debtors are party to a number of agreements related to energy generation and procurement, including, without limitation, generator interconnection agreements ("IAs") and power purchase agreements ("PPAs"). The IAs and PPAs, as each may have been supplemented, modified, amended, or restated, are sometimes collectively referred to hereinafter as the "Energy Agreements."

2. The Plan provides that the Debtors intend to assume, among other things, all Energy Agreements. *See* Plan at § 8.1(b).

3. However, the Debtors' *Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to the Plan and Proposed Cure Amounts* [Dkt. No. 7037] (the "Cure Notice"), does not include all of the Objectors' Energy Agreements and does not provide for the full satisfaction of all amounts due and owing (both pre- and post-petition) as cure payments under the Objectors' Energy Agreements.

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<sup>1</sup> Including: Morelos Solar, LLC; Blackwell Solar, LLC; Lost Hills Solar, LLC; North Star Solar, LLC; Parrey, LLC; Adobe Solar, LLC; and RE Tranquillity LLC.

<sup>2</sup> Including: Ignite Solar Holdings 1, LLC and Columbia Solar Energy.

<sup>3</sup> Including: Alpaugh 50, LLC, Alpaugh North, LLC, CED Corcoran Solar, LLC, CED Corcoran Solar 3, LLC, CED White River Solar, LLC, CED White River Solar 2, LLC, Coram California Development, LP, CED Avenal Solar, LLC, CED Oro Loma Solar, LLC, CED Lost Hills Solar, LLC, Mesquite Solar 1, LLC, Copper Mountain Solar 1, LLC, Copper Mountain Solar 2, LLC and Great Valley Solar 4, LLC.

<sup>4</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Calpine Objection.

5. Accordingly, the Objectors hereby join the Calpine Objection to reserve and preserve the Objectors' rights with respect to the Energy Agreements, Plan, Cure Amounts, and cure process generally. Like Calpine, the Objectors support the Debtors' efforts to assume all Energy Agreements – but the Objectors agree that the Plan, Cure Notice, and the terms of the Debtors' proposed assumption must be modified to comply with the Bankruptcy Code.

6. The Objectors further join and incorporate by reference, as if fully stated herein, the reservation of rights included in the Calpine Objection.

WHEREFORE, the Objectors respectfully request entry of an order granting: (i) this Joinder; and (ii) such other and further relief as is just and proper.

Dated: May 15, 2020

*[Signatures on following page]*

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By: /s/ *Hugh M. McDonald*

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